

EXHIBIT A

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, et al.,

Debtors.¹

PROMESA

Title III

Case No. 17-BK-3283 (LTS)

Jointly Administered

**SUPPLEMENTAL DECLARATION OF CAROL FLATON IN FURTHERANCE OF
APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
COMMONWEALTH OF PUERTO RICO FOR ENTRY OF ORDER AUTHORIZING
EMPLOYMENT AND RETENTION
OF ZOLFO COOPER, LLC AS FINANCIAL ADVISOR,
EFFECTIVE AS OF JUNE 27, 2017²**

I, **CAROL FLATON**, declare as follows:

1. I am a managing director of the firm Zolfo Cooper, LLC ("Zolfo Cooper" or the "Firm"), a New Jersey limited liability company. The information included in this Declaration concerning Zolfo Cooper is based upon my personal knowledge.

2. I make this third supplemental declaration (the "Third Supplemental Flaton Declaration") in furtherance of the original Declaration of Carol Flaton (the "Flaton

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808), and (iv) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284) (Last Four Digits of Federal Tax ID: 8474).

² Pursuant to the *Amended Notice of Appointment of Official Committee of Unsecured Creditors* [Docket No. 1171 in Case No. 17-3282-LTS], the Committee now also represents the unsecured creditors of HTA, ERS, and PREPA.

Declaration”) filed in support of the Application of the Official Committee of Official Committee of Unsecured Creditors of the Commonwealth of Puerto Rico (the “Unsecured Creditors Committee”) For Entry of An Order Authorizing the Employment and Retention of Zolfo Cooper, LLC as Financial Advisors, Nunc Pro Tunc to June 27, 2017, dated July 11, 2017, and the Supplemental Declaration of Carol Flaton filed in furtherance of Flaton Declaration and Supplemental Flaton Declaration dated September 12, 2017 (the “Second Supplemental Flaton Declaration”, and together with the Flaton Declaration and the Third Flaton Supplemental Declaration, the “Flaton Declarations”) to supplement and expand upon the disclosures that were made in the Flaton Declarations. A summary of such disclosures is attached hereto as Exhibit A.

3. Zolfo Cooper acknowledges its continuing obligation to supplement Zolfo Cooper’s prior disclosures.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Date: November 6, 2017



Carol Flaton
Managing Director

Exhibit A

Party in Interest	Nature of Interest In the Commonwealth of Puerto Rico Case	Description of Current Relationship of Zolfo Cooper, LLC ("ZC")
AG Andvari Fund LP, AG Centre Street Partnership LP, AG Diversified Credit Strategies Master LP, AG Diversified Income Master Fund LP, AG Global Debt Strategy Partners LP, AG Rio Grande FMC, LP, AG Super Fund International Partners LP, AG MM, LP, AG Princess, LP, AG Eleven partners, LP, AG Financial Solutions, AG Solutions Funds, AG Energy Funding LLC ("AG")	party to litigation	ZC is currently retained by the debtors to provide post emergence services in the Sabine chapter 11 case where AG is a second lien lender.
Angelo Gordon & Co.	member of an ad hoc group of PREPA bondholders	ZC is currently retained by the official committee of second priority noteholders in the Caesars chapter 11 case post confirmation where Angelo Gordon & Co. is a lender and bondholder. ZC is currently retained by the debtors to provide post emergence services in the Sabine chapter 11 case where Angelo Gordon & Co. is a second lien lender.
Bank of New York, BNY Capital Funding, LLC, BNY Capital Resources Corp., Bank of New York Corporate Trust or BNY Mellon ("BNY")	Bondholder and a Top 20 Unsecured Creditor/Employee Retirement System	ZC is currently retained by the ad hoc group of 2 nd lien creditors in an out-of-court situation where BNY is collateral agent to 1 st and 2 nd liens.
BP America Production Co., BP Exploration Production, BP Oil Supply and BP Productions, BP Products North America, BP Energy, BP Holdings, BP Amoco. BP SE ("BP")	party filing lift stay motion	ZC is currently retained by the official committee of second priority noteholders in the Caesars chapter 11 case post confirmation where BP is a party-in-interest. ZC is currently retained by the debtors to provide post emergence services in the Sabine chapter 11 case where BP is a second lien lender. ZC is currently retained by the debtors in the Maxus Energy chapter 11 case where BP is a royalty revenue counterparty.

		<p>ZC is currently retained as the liquidating trustee in the VSI Liquidating Trust chapter 11 case where BP is a utility provider.</p> <p>ZC is currently retained by the official committee of unsecured creditors in the ESML/Essar chapter 11 case where BP is a lender and/or agent.</p> <p>ZC is currently retained to provide post confirmation services in the Homer City chapter 11 case where BP is a contract counterparty.</p> <p>ZC is currently providing interim management services in an out-of-court situation where BP is a contract counterparty.</p> <p>ZC is currently retained to provide interim management services in the Venoco chapter 11 case where BP is a litigation counterparty.</p>
Centerbridge Credit Partners, Centerbridge Credit Advisors LLC, Centerbridge Credit Partners Master LP, Centerbridge Group, Centerbridge Partners LP, Centerbridge Special Credit Partners II LP, Centerbridge Special Credit Partners, LP ("Centerbridge")	party to litigation	<p>ZC is currently retained by Centerbridge in an out-of-court situation.</p> <p>ZC is currently retained by the Debtors in an out-of-court situation where Centerbridge is a lender.</p>
Debevoise & Plimpton LLP	member of the COFINA senior bondholders coalition and parties to litigation	<p>ZC is currently retained by the ad hoc group of 2nd lien creditors in an out-of-court situation where Debevoise & Plimpton LLP is debtor's counsel.</p>
Ernst & Young, Ernst & Young AG, Ernst & Young Ltda, Ernst & Young AG ("E&Y")	creditor	<p>In addition to current and prior client relationships, Zolfo Cooper has been involved in assignments where E&Y have provided accounting services or been potential defendants. In addition, several of our Firm's professionals are alumni of this public accounting firm.</p> <p>ZC is currently retained by the official committee of second priority noteholders in the Caesars chapter 11 case post confirmation where E&Y is a contract counterparty.</p> <p>ZC is currently retained post confirmation to serve as the creditor representative in the Allied Nevada case where E&Y is a professional.</p>

		<p>ZC is currently retained by the SRC Liquidating GUC Trust of the Standard Register chapter 11 case where E&Y is an ordinary course professional.</p> <p>ZC is currently retained to provide interim management services in the Avaya chapter 11 case where E&Y is a vendor.</p> <p>ZC is currently serving as the Plan Administrator in connection with the BCBG Max Azria chapter 11 case where E&Y is an unsecured creditor and top 50 creditor.</p> <p>ZC is currently retained by the Official Committee of Unsecured Creditors in the Takata chapter 11 case where E&Y is a professional of the debtor.</p>
Internal Revenue Service ("IRS")	taxing authority	<p>The IRS is a taxing authority in all ZC cases; some with contingent, unliquidated and disputed amounts.</p> <p>ZC is currently retained by the official committee of second priority noteholders in the Caesars chapter 11 case post confirmation where the IRS is a taxing authority.</p> <p>ZC is currently retained to serve as liquidating trustee in the Doral Properties chapter 11 case where the IRS is a governmental regulator.</p> <p>ZC is currently retained post confirmation to serve as the creditor representative in the Allied Nevada case where the IRS is a taxing authority.</p> <p>ZC is currently retained by the debtors to provide post emergence services in the Sabine chapter 11 case where the IRS is a taxing authority.</p> <p>ZC is currently retained by the official committee of unsecured creditors in the A&P chapter 11 case where the IRS is a regulatory agency and taxing authority.</p> <p>ZC is currently retained by the official committee of unsecured creditors in the Vestis chapter 11 case where the IRS is a governmental agency.</p> <p>ZC is currently retained by the debtors in the Maxus Energy chapter 11 case where the IRS is a taxing authority.</p> <p>ZC is currently retained by the official committee of unsecured creditors in the ESML/Essar chapter 11 case where the IRS is a top 20 unsecured creditors and taxing authority.</p>

		<p>ZC is currently retained by the company in an out-of-court situation where the IRS is a vendor and taxing authority.</p> <p>ZC is currently providing post confirmation services to the debtors in connection with the Modular Space chapter 11 case where the IRS is a governmental agency.</p> <p>ZC is currently retained to provide interim management services in the Avaya chapter 11 case where the IRS is a customer.</p> <p>ZC is currently retained to provide interim management services in the Venoco chapter 11 case where the IRS is a taxing authority.</p> <p>ZC is currently retained by the Official Committee of Unsecured Creditors in the Takata chapter 11 case where the IRS is a taxing authority.</p>
Iron Mountain Inc., Iron Mountain Information Management Inc., Iron Mountain Information Management LLC, Iron Mountain Pr Inc. ("Iron Mountain")	member of the COFINA senior bondholder coalition	<p>ZC is currently retained by the official committee of second priority noteholders in the Caesars chapter 11 case post confirmation where Iron Mountain is a party-in-interest.</p> <p>ZC is currently retained by the debtors to provide post emergence services in the Sabine chapter 11 case where Iron Mountain is a party with a filed appearance.</p> <p>ZC is currently retained to serve as liquidating trustee in the Doral Properties chapter 11 case where Iron Mountain is a former vendor.</p> <p>ZC is currently retained to provide interim management services in the Avaya chapter 11 case where Iron Mountain is a shipper and customer.</p> <p>ZC is currently serving as the Plan Administrator in connection with the BCBG Max Azria chapter 11 case where Iron Mountain is an unsecured creditor.</p>
JP Morgan Chase, JP Morgan Securities, JP Morgan Asset Management, JP Morgan Absolute Return Credit Master Fund, JP Morgan Fixed Income Opportunity Master Fund, JP Morgan Ventures, JP Morgan Pacholder, JP Morgan Whitefriars Inc., JPMBI Re Blackrock Bank Loan Fund, JPMorgan Chase Bank/Correspondence	top 20 PREPA unsecured creditor	<p>ZC is currently providing services to the American Home Mortgage Trust where JPMorgan is a creditor.</p> <p>ZC is currently retained in the Dewey & LeBoeuf chapter 11 case where JPMorgan was the agent to the secured lenders.</p> <p>ZC is currently retained by the liquidating trust in the Orchard Supply chapter 11 case where JPMorgan was previously agent to the lender.</p> <p>ZC is currently retained by the official committee of</p>

<p>Clearing Services, LVIP JP Morgan High Yield Fund, Chase Bank of Texas (“JPMorgan”)</p>		<p>second priority noteholders in the Caesars chapter 11 case post confirmation where JPMorgan is a lender, agent, indenture trustee and bondholder.</p> <p>ZC is currently retained by the debtors to provide post emergence services in the Sabine chapter 11 case where JPMorgan is a second lien lender, investment bank, private shareholder and bondholder.</p> <p>ZC is currently retained by the official committee of unsecured creditors in the Haggen chapter 11 case where JPMorgan is a bank/lender/UCC lien party and/or agent and franchisee/sublessee.</p> <p>ZC is currently retained by the debtors in the Maxus Energy chapter 11 case where JP Morgan is a vendor and bank.</p> <p>ZC is currently retained by the official committee of unsecured creditors in the ESML/Essar chapter 11 case where JP Morgan is a landlord.</p> <p>ZC is currently retained to provide interim management services in the Avaya chapter 11 case where JP Morgan is a customer, banking facility, lender and secured lienholder.</p> <p>ZC is currently retained by the plaintiffs in a litigation support case where JP Morgan was a loan servicer.</p> <p>ZC is currently providing post confirmation services to the debtors in connection with the Modular Space chapter 11 case where JP Morgan is a lienholder and an ABL lender.</p> <p>ZC is currently retained to provide post confirmation services in the Homer City chapter 11 case where JP Morgan is a banking institution.</p> <p>ZC is currently retained by the Official Committee of Unsecured Creditors in the Takata chapter 11 case where JP Morgan is a bank.</p> <p>ZC is currently retained by the Debtors in an out-of-court situation where JP Morgan is a lender.</p>
<p>MCP Holdings Master LP and MCP Holdings (“MCP”)</p>	<p>party to litigation</p>	<p>ZC is currently retained by the official committee of second priority noteholders in the Caesars chapter 11 case where MCP is a bondholder.</p>

Milbank Tweed Hadley & McCloy LLP ("Milbank")	counsel to Ambac Assurance Corp.	ZC is currently retained by the Official Committee of Unsecured Creditors in the Takata chapter 11 case where Milbank is counsel to the creditors committee.
Mitsubishi UFJ Financial Group, Mitsubishi Electric Power Products and Mitsubishi UFJ Trust & Banking Corp., Mitsubishi Corporation, Mitsubishi Chemical, Mitsubishi Chemical Performance Polymers, Mitsubishi Motors Corporation and Mitsubishi Motors North America ("Mitsubishi")	member of the COFINA senior bondholders' coalition	<p>ZC is currently retained by the official committee of second priority noteholders in the Caesars chapter 11 case post confirmation where Mitsubishi is a bondholder.</p> <p>ZC is currently retained as the liquidating trustee in the VSI Liquidating Trust chapter 11 case where Mitsubishi is a litigation/potential litigation party.</p> <p>ZC is currently retained by the Official Committee of Unsecured Creditors in the Takata chapter 11 case where Mitsubishi is a member of the unsecured creditors committee, 50 largest unsecured creditor, 100 largest accounts payable and a major customer, litigation co-defendant and initial consenting OEM in motion to approve accommodations motion.</p>
Nokota Capital, Nokota Capital Master Fund, Nokota Capital Master Fund LP and Nokota Management LP ("Nokota")	party to litigation	ZC is currently retained by the official committee of second priority noteholders in the Caesars chapter 11 case post confirmation where Nokota is a lender and bondholder.
Siemens Demag Delaval Turbomachinery Inc., Siemens Energy Inc., Siemens Energy & Automation Inc., Siemens Industry Inc., Siemens Power Generation Inc., Siemens Water Technology Inc., Siemens Financial Services, Inc., Siemens Sociedad Anonima, Siemens Manufacturing Co. Inc., Siemens Transportation Partnership Puerto Rico and Siemens Westinghouse Power Corp. ("Siemens")	party-in-interest	<p>ZC is currently retained post confirmation to serve as the creditor representative in the Allied Nevada case where Siemens is a vendor.</p> <p>ZC is currently retained by the official committee of unsecured creditors in the A&P chapter 11 case where Siemens is a creditor.</p> <p>ZC is currently retained to provide post confirmation services in the Homer City chapter 11 case where Siemens is an unsecured creditor and vendor.</p> <p>ZC is currently retained by the company in an out-of-court situation where Siemens is a vendor.</p> <p>ZC is currently providing post confirmation services to the debtors in connection with the Modular Space chapter 11 case where Siemens is a party-in-interest and ABL lender.</p>
Solus Alternative Asset Management ("Solus")	party to litigation and a member of the COFINA senior bondholders' coalition	ZC is currently retained by the official committee of second priority noteholders in the Caesars chapter 11 case post confirmation where Solus is a lender and a bondholder.

		<p>ZC is currently retained to provide interim management services in the Avaya chapter 11 case where Solus is a lender.</p> <p>ZC is currently retained by the ad hoc group of 2nd lien creditors in an out-of-court situation where Solus is a member of the ad hoc group.</p>
Stericycle Inc. and Stericycle of Puerto Rico, Inc. (“Stericycle”)	member of the COFINA senior bondholders’ coalition	ZC is currently retained by the official committee of second priority noteholders in the Caesars chapter 11 case where Stericycle is a party-in-interest.
United States Department of Agriculture (“USDA”)	regulatory agency	<p>ZC is currently retained to serve as liquidating trustee in the Doral Properties chapter 11 case where the USDA is a creditor.</p> <p>ZC is currently retained by the official committee of unsecured creditors in the A&P chapter 11 case where the USDA is a regulatory agency.</p>
Varde Partners Inc.	bondholder, member of the COFINA senior bondholders’ coalition and party to litigation	ZC is currently retained by the ad hoc group of 2 nd lien creditors in an out-of-court situation where Varde is a member of the ad hoc group.
White & Case LLP	counsel to UBS Family of Funds and Puerto Rico Family of Funds, et al.	<p>ZC is currently retained by the debtors in an out-of-court situation where White & Case is counsel to the lenders.</p> <p>ZC is currently retained by the ad hoc group of 2nd lien creditors in an out-of-court situation where White & Case is counsel to a party-in-interest.</p>
Wilmington Trust and Wilmington Savings Fund (“Wilmington”)	party to litigation	<p>ZC is currently retained by the debtors in an out-of-court situation where Wilmington is agent to the lenders.</p> <p>ZC is currently retained by the ad hoc group of 2nd lien creditors in an out-of-court situation where Wilmington Trust is administrative agent to the ad hoc group.</p>